

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Counselman Anna M.</u> (Last) (First) (Middle) C/O UPSTART HOLDINGS, INC. 2950 S. DELAWARE STREET, SUITE 300 (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Upstart Holdings, Inc. [UPST]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, People and Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/19/2021		M ⁽¹⁾		308,355	A	\$0.15	320,585 ⁽²⁾	D	
Common Stock	08/19/2021		M ⁽¹⁾		300,000	A	\$0.23	620,585 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		27,732	D	\$193.2263 ⁽³⁾	592,853 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		30,995	D	\$193.9694 ⁽⁴⁾	561,858 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		31,344	D	\$195.0958 ⁽⁵⁾	530,514 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		16,810	D	\$195.9447 ⁽⁶⁾	513,704 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		25,246	D	\$197.1969 ⁽⁷⁾	488,458 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		6,257	D	\$197.9193 ⁽⁸⁾	482,201 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		12,443	D	\$199.4463 ⁽⁹⁾	469,758 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		117,355	D	\$200.2794 ⁽¹⁰⁾	352,403 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		66,942	D	\$201.0976 ⁽¹¹⁾	285,461 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		46,352	D	\$202.1317 ⁽¹²⁾	239,109 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		30,971	D	\$203.0659 ⁽¹³⁾	208,138 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		8,627	D	\$204.0218 ⁽¹⁴⁾	199,511 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		27,522	D	\$205.4136 ⁽¹⁵⁾	171,989 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		45,852	D	\$206.1475 ⁽¹⁶⁾	126,137 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		24,975	D	\$207.2305 ⁽¹⁷⁾	101,162 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		39,647	D	\$208.2391 ⁽¹⁸⁾	61,515 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		34,385	D	\$208.9771 ⁽¹⁹⁾	27,130 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		8,800	D	\$210.4883 ⁽²⁰⁾	18,330 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		5,900	D	\$211.0347 ⁽²¹⁾	12,430 ⁽²⁾	D	
Common Stock	08/19/2021		S ⁽¹⁾		200	D	\$213.17 ⁽²²⁾	12,230 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to buy)	\$0.15	08/19/2021		M ⁽¹⁾			308,355	(23)	05/11/2022	Common Stock	308,355	\$0.00	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to buy)	\$0.23	08/19/2021		M ⁽¹⁾			300,000	(23)	05/23/2023	Common Stock	300,000	\$0.00	0	D	

Explanation of Responses:

- The option exercises and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 27, 2021.
- Certain of these securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of Common Stock, subject to the applicable vesting schedule and conditions of each RSU.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$192.60 to \$193.595. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) through (22) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$193.60 to \$194.59.
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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$196.63 to \$197.61.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$197.63 to \$198.60.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$198.67 to \$199.66.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$199.67 to \$200.66.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$200.67 to \$201.66.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$201.67 to \$202.66.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$202.67 to \$203.65.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$203.67 to \$204.60.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$204.73 to \$205.72.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$205.74 to \$206.73.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$206.74 to \$207.71.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$207.75 to \$208.74.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$208.75 to \$209.68.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$209.855 to \$210.84.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$210.88 to \$211.85.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$212.75 to \$213.59.
- All of the shares subject to this option are fully vested and exercisable as of the date hereof.

Remarks:

/s/ Christopher Ing, by power of attorney 08/23/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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